

McGLINCHEY STAFFORD
LAW OFFICES
A PROFESSIONAL LIMITED LIABILITY COMPANY

NEW ORLEANS
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JACKSON
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DIRECT DIAL:

June 9, 1999

Secretary
Surface Transportation Board
1925 K Street N.W., Room 704
Washington, D.C. 20036
Attn: Recordation

RE: Documents for Recordation
Trinity Industries Leasing Company
Equipment Trust (Series 8, Nineteenth Supplement)

Dear Madam:

On behalf of Trinity Industries Leasing Company and in accordance with the provisions of Section 11303 of the Interstate Commerce Act, as revised, and Rules and Regulations of the Surface Transportation Board ("STB") thereunder, enclosed herewith for filing and recordation are the following documents:

1. Two (2) executed originals of Nineteenth Supplement to Equipment Trust Agreement, a primary document, dated as of June 7, 1999, between Trinity Industries Leasing Company and The Bank of New York, as Trustee;
2. Two (2) executed originals of an Assignment, a primary document, dated June 7, 1999, between Trinity Industries Leasing company ("Assignor") and The Bank of New York, as Trustee ("Assignee");
3. Two (2) executed originals of a Bill of Sale, a secondary document, dated June 7, 1999, between Trinity Industries Leasing Company ("Seller") and The Bank of New York, as Trustee ("Buyer"); and
4. Two (2) executed originals of a Bill of Sale, a secondary document, dated June 7, 1999 between The Bank of New York, as Trustee ("Seller") and Trinity Industries Leasing Company ("Buyer").

The enclosed Nineteenth Supplement, Assignment and Bill of Sale referenced in paragraphs 1, 2 and 3, above, relate to the Equipment Trust Agreement dated as of September 9, 1991 between Trinity Industries Leasing Company and The Bank of New York, as Trustee, which was filed and recorded under Recordation No. 17520 on September 10, 1991, along with an Assignment and Bill of Sale under Recordation Nos. 17520-A and 17520-B, respectively; the First

17520-WWW, VVV, XXX
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17520-VVV, WWW, XXX, YYY

County Part - Wayne Robert

Supplement to Equipment Trust Agreement dated as of December 10, 1991 between Trinity Industries Leasing Company and The Bank of New York, as Trustee, which was filed and recorded under Recordation No. 17520-E on December 11, 1991, along with an Assignment and Bill of Sale under Recordation Nos. 17520-C and 17520-D, respectively; the Second Supplement to Equipment Trust Agreement dated as of February 11, 1993 between Trinity Industries Leasing Company and The Bank of New York, as Trustee, which was filed and recorded under Recordation No. 17520-F on February 16, 1993, along with an Assignment and Bill of Sale under Recordation Nos. 17520-G and 17520-H, respectively; the Third Supplement to Equipment Trust Agreement dated as of August 30, 1993, between Trinity Industries Leasing Company and The Bank of New York, as Trustee, which was filed and recorded under Recordation No. 17520-J on September 1, 1993, along with an Assignment and Bill of Sale under Recordation Nos. 17520-K and 17520-L; the Fourth Supplement to Equipment Trust Agreement dated as of February 16, 1994 between Trinity Industries Leasing Company and the Bank of New York, as Trustee, which was filed and recorded under Recordation No. 17520-N on February 23, 1994, along with an Assignment and Bill of Sale under Recordation Nos. 17520-O and 17520-P; the Fifth Supplement to Equipment Trust Agreement dated as of September 22, 1994, between the Company and The Bank of New York which was filed and recorded under Recordation No. 17520-R on September 28, 1994, along with an Assignment and Bill of Sale under Recordation Nos. 17520-S and 17520-T; the Sixth Supplement to Equipment Trust Agreement dated as of September 20, 1995, between the Company and The Bank of New York which was filed and recorded under Recordation No. 17520-V on September 22, 1995, along with an Assignment and Bill of Sale under Recordation Nos. 17520-W and 17520-X; the Seventh Supplement to Equipment Trust Agreement dated as of December 21, 1995, between the Company and The Bank of New York which was filed and recorded under Recordation No. 17520-Z on December 26, 1995, along with an Assignment and Bill of Sale under Recordation Nos. 17520-AA and 17520-BB; the Eighth Supplement to Equipment Trust Agreement dated as of February 16, 1996, between the Company and The Bank of New York which was filed and recorded under Recordation No. 17520-DD on February 23, 1996, along with an Assignment and Bill of Sale under Recordation Nos. 17520-EE and 17520-FF; the Ninth Supplement to Equipment Trust Agreement dated as of April 19, 1996, between the Company and The Bank of New York which was filed and recorded under Recordation No. 17520-HH on April 24, 1996, along with an Assignment and Bill of Sale under Recordation Nos. 17520-II and 17520-JJ; the Tenth Supplement to Equipment Trust Agreement dated as of December 5, 1996, between the Company and The Bank of New York which was filed and recorded under Recordation No. 17520-LL on December 19, 1996, along with an Assignment and Bill of Sale under Recordation Nos. 17520-MM and 17520-NN; the Eleventh Supplement to Equipment Trust Agreement dated as of January 21, 1997, between the Company and The Bank of New York which was filed and recorded under Recordation No. 17520-PP on January 24, 1997, along with an Assignment and Bill of Sale under Recordation Nos. 17520-QQ and 17520-

RR; the Twelfth Supplement to Equipment Trust Agreement dated as of July 7, 1997, between the Company and The Bank of New York which was filed and recorded under Recordation No. 17520-TT on July 11, 1997, along with an Assignment and Bill of Sale under Recordation Nos. 17520-UU and 17520-VV; and the Thirteenth Supplement to Equipment Trust Agreement dated as of December 19, 1997, between the Company and The Bank of New York which was filed and recorded under Recordation No. 17520-XX on December 31, 1997, along with an Assignment and Bill of Sale under Recordation Nos. 17520-YY and 17520-ZZ; and the Fourteenth Supplement to Equipment Trust Agreement dated as of March 23, 1998, between the Company and The Bank of New York which was filed and recorded under Recordation No. 17520-BBB on March 26, 1998, along with an Assignment and Bill of Sale under Recordation Nos. 17520-CCC and 17520-DDD; the Fifteenth Supplement to Equipment Trust Agreement dated as of May 22, 1998, between the Company and The Bank of New York which was filed and recorded under Recordation No. 17520-FFF on May 28, 1998, along with an Assignment and Bill of Sale under Recordation Nos. 17520-GGG and 17520-HHH; the Sixteenth Supplement to Equipment Trust Agreement dated as of July 6, 1998, between the Company and The Bank of New York which was filed and recorded under Recordation No. 17520-JJJ on July 9, 1998, along with an Assignment and Bill of Sale under Recordation Nos. 17520-KKK and 17520-LLL; and the Seventeenth Supplement to Equipment Trust Agreement dated as of December 9, 1998, between the Company and The Bank of New York which was filed and recorded under Recordation No. 17520-NNN on December 16, 1998, along with an Assignment and Bill of Sale under Recordation Nos. 17520-OOO and 17520-PPP; and the Eighteenth Supplement to Equipment Trust Agreement dated as of January 13, 1999, between the Company and The Bank of New York which was filed and recorded under Recordation No. 17520-RRR on January 19, 1999, along with an Assignment and Bill of Sale under Recordation Nos. 17520-SSS and 17520-TTT.

The enclosed Bill of Sale referenced in paragraph 4, above, relates to the railcars and the leases thereof subject to the said Equipment Trust Agreement that were released from the Equipment Trust and assigned by the said Trustee to Trinity Industries Leasing Company.

We request that the Assignment be cross-indexed.

The address of Trinity Industries Leasing Company is 2000 Gardner Expressway, Quincy, Illinois 62306-0867, and the address of The Bank of New York, the Trustee is 101 Barclay Street, 21st Floor, New York, New York 10007.

The railroad equipment covered by the Nineteenth Supplement to Equipment Trust Agreement is described in Exhibit A attached hereto. The foregoing railroad equipment consists solely of cars intended for use relating to interstate commerce.

Enclosed is our firm's check in the amount of \$104.00 to cover the recordation fee. (Such fee was determined on the basis that the Assignment is being filed concurrently with the Nineteenth Supplement to Equipment Trust Agreement).

You are hereby authorized to deliver any unneeded copies of the Nineteenth Supplement to Equipment Trust Agreement, the Assignment and the Bills of Sale, with the filing date noted thereon, following recordation thereof, to the representative of Washington Service Bureau who is delivering this letter and said enclosures to you.

A short summary of the documents appear in the index follows:

- (a) Primary Documents. (i) Nineteenth Supplement to Equipment Trust Agreement, a primary document, dated as of June 7, 1999, between Trinity Industries Leasing Company (as vendor and lessee), and The Bank of New York, as Trustee, and covering various railroad cars, and (ii) Assignment, a primary document, dated June 7, 1999, between Trinity Industries Leasing Company (as Assignor), and The Bank of New York, as Trustee, and covering various railroad cars.
- (b) Secondary Documents. Bill of Sale, a secondary document, dated June 7, 1999, between Trinity Industries Leasing Company (as Seller), and The Bank of New York, as Trustee (as Buyer), and covering various railroad cars, and connected to the Nineteenth Supplement to Equipment Trust Agreement referred to in paragraph (a) above, and Bill of Sale, a secondary document, dated June 7, 1999, between The Bank of New York, as Trustee (Seller) and Trinity Industries Leasing Company (Buyer), and covering various railroad cars, and connected to the Equipment Trust Agreement dated as of September 9, 1991 referred to above.

Very truly yours,



Richard A. Fogel

Enclosures

EXHIBIT A

1. Railroad Car Lease Agreement, dated March 11, 1992, between Trinity Industries Leasing Company and Kinetic Resources LPG covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
3	34,000 Gal. 112J340W Tank Cars	TILX 300330-300332

2. Railroad Car Lease Agreement, dated May 21, 1984, between Trinity Industries Leasing Company and Roquette America, Inc., covering the following described railroad cars (Rider 3):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
4	5,125 cu. ft. Lo Covered Hopper Cars	TILX 5084-5087

REGISTRATION NO. 17520-WV FILED

JUN 10 '99

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**NINETEENTH SUPPLEMENT
TO EQUIPMENT TRUST AGREEMENT**

(TRINITY INDUSTRIES LEASING COMPANY EQUIPMENT TRUST SERIES 8)

Dated as of June 7, 1999

Between

THE BANK OF NEW YORK, TRUSTEE

AND

TRINITY INDUSTRIES LEASING COMPANY

NINETEENTH SUPPLEMENT dated as of June 7, 1999 (herein called this "Supplement"), to the Equipment Trust Agreement dated as of September 9, 1991 (hereinafter called the "Trust Agreement"), between TRINITY INDUSTRIES LEASING COMPANY, a Delaware corporation (hereinafter called the "Company") and THE BANK OF NEW YORK, a New York Banking Corporation, as Trustee (hereinafter in such capacity called the "Trustee").

PRELIMINARY STATEMENT

A. The Trust Agreement was filed with the Surface Transportation Board (the "STB") on September 10, 1991 under Recordation No. 17520.

B. The First Supplement to the Trust Agreement, dated December 10, 1991, between the Company and the Trustee was filed with the STB on December 11, 1991, under Recordation No. 17520-E. The Second Supplement to the Trust Agreement, dated February 11, 1993, between the Company and the Trustee was filed with the STB on February 16, 1993, under Recordation No. 17520-F. The Third Supplement to the Trust Agreement, dated August 30, 1993, between the Company and the Trustee was filed with the STB on September 1, 1993, under Recordation No. 17520-J. The Fourth Supplement to the Trust Agreement, dated February 16, 1994, between the Company and the Trustee was filed with the STB on February 23, 1994, under Recordation No. 17520-N. The Fifth Supplement to the Trust Agreement, dated September 22, 1994, between the Company and the Trustee was filed with the STB on September 28, 1994, under Recordation No. 17520-R. The Sixth Supplement to the Trust Agreement, dated September 20, 1995, between the Company and the Trustee was filed with the STB on September 22, 1995, under Recordation No. 17520-V. The Seventh Supplement to the Trust Agreement, dated December 21, 1995, between the Company and the Trustee was filed with the STB on December 26, 1995, under Recordation No. 17520-Z. The Eighth Supplement to the Trust Agreement, dated February 16, 1996, between the Company and the Trustee was filed with the STB on February 23, 1996, under Recordation No. 17520-DD. The Ninth Supplement to the Trust Agreement, dated April 19, 1996, between the Company and the Trustee was filed with the STB on April 24, 1996, under Recordation No. 17520-HH. The Tenth Supplement to the Trust Agreement, dated December 5, 1996, between the Company and the Trustee was filed with the STB on December 19, 1996, under Recordation No. 17520-LL. The Eleventh Supplement to the Trust Agreement, dated January 21, 1997, between the Company and the Trustee was filed with the STB on January 24, 1997, under Recordation No. 17520-PP. The Twelfth Supplement to the Trust Agreement, dated July 7, 1997, between the Company and the Trustee was filed with the STB on July 11, 1997, under Recordation No. 17520-TT. The Thirteenth Supplement to the Trust Agreement, dated December 19, 1997, between the Company and the Trustee was filed with the STB on December 31, 1997, under Recordation No. 17520-XX. The Fourteenth Supplement to the Trust Agreement, dated March 23, 1998, between the Company and the Trustee was filed with the STB on March 26, 1998, under

Recordation No. 17520-BBB. The Fifteenth Supplement to the Trust Agreement, dated May 22, 1998, between the Company and the Trustee was filed with the STB on May 28, 1998, under Recordation No. 17520-FFF. The Sixteenth Supplement to the Trust Agreement, dated July 6, 1998, between the Company and the Trustee was filed with the STB on July 9, 1998, under Recordation No. 17520-JJJ. The Seventeenth Supplement to the Trust Agreement, dated December 9, 1998, between the Company and the Trustee was filed with the STB on December 16, 1998, under Recordation No. 17520-NNN. The Eighteenth Supplement to the Trust Agreement, dated January 13, 1999, between the Company and the Trustee was filed with the STB on January 19, 1999, under Recordation No. 17520-RRR.

C. The Company has, pursuant to Section 5.05(a) of the Trust Agreement, issued its Request that the Trustee assign to the Company the railcars covered by the Existing Lease described in Exhibit C hereto (the "Assigned Equipment").

D. Pursuant to Section 5.05(a) of the Trust Agreement and such Request, the Company desires to convey to the Trustee other Equipment described in Exhibits A and B hereto of an aggregate fair value no less than the fair value of the Assigned Equipment (the "Substituted Equipment").

E. The parties desire to supplement and amend the Trust Agreement as provided herein.

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements herein contained, the parties hereto agree as follows:

1. The Trust Agreement is hereby amended by adding to Exhibit A to the Trust Agreement the descriptions of the Substituted Equipment and Existing Leases contained in Exhibits A and B hereto; and in accordance with Section 4.01 of the Trust Agreement, the Substituted Equipment shall be Trust Equipment and shall be included in the trust created thereunder and subject to all of the terms and provisions thereof.

2. The Trust Agreement, as hereby amended, is in all respects ratified and confirmed, and all rights and powers created or granted thereby or thereunder shall be and remain in full force and effect.

3. Terms used in this Supplement shall have the respective meanings ascribed to them in the Trust Agreement.

4. The terms "Trust Agreement," "Agreement" or "Equipment Trust Agreement" as used in the Trust Agreement and all Exhibits thereto shall be construed to mean the Trust Agreement as amended by the First Supplement through this Supplement.

5. This Supplement may be executed in several counterparts each of which shall be deemed an original, and all such counterparts shall together constitute but one and the same


instrument. This Supplement may be signed by each party hereto upon a separate copy in which event all of said copies shall constitute a single counterpart of this Supplement. It shall not be necessary in making proof of this Supplement to produce or account for more than one such counterpart.

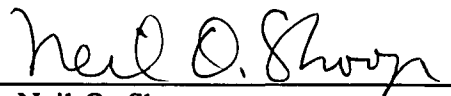
6. This Supplement shall in all respects be governed by, and construed and enforced in accordance with, the laws of the State of Texas (including the conflicts of laws rules), including all matters of construction, validity and performance.

IN WITNESS WHEREOF, the parties have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed effective as of the date first written above.

TRINITY INDUSTRIES LEASING COMPANY

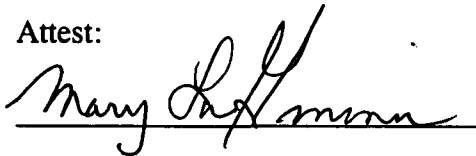
Attest:



Secretary

By: 
Neil O. Shoop
Treasurer

THE BANK OF NEW YORK, Trustee

Attest:


MARY LA GUMINA
ASSISTANT VICE PRESIDENT

By: 
Name: REMO J. REALE
Title: VICE PRESIDENT

STATE OF TEXAS

§

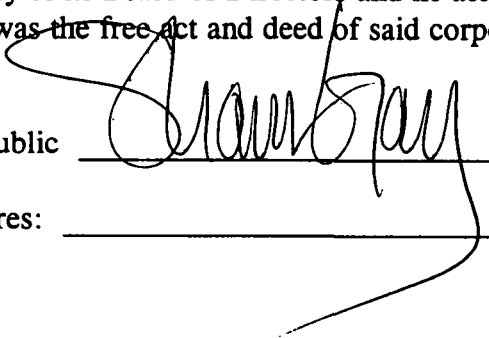
§ ss.

COUNTY OF DALLAS

§

On this 7th day of June, 1999, before me personally appeared Neil O. Shoop, to me personally known, who being by me duly sworn, says that he is the Treasurer of TRINITY INDUSTRIES LEASING COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Signature of Notary Public



My Commission Expires:



STATE OF NEW YORK

§

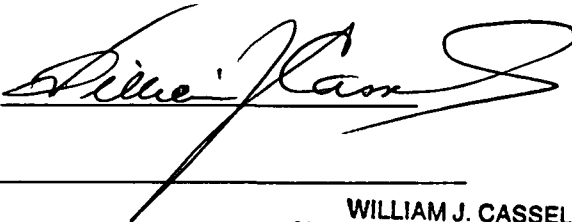
§ ss.

COUNTY OF NEW YORK

§

On this 8 day of June, 1999, before me personally appeared REMO J. REALE, to me personally known, who being by me duly sworn, says that he is the VICE PRESIDENT of THE BANK OF NEW YORK, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

Signature of Notary Public



My Commission Expires:

WILLIAM J. CASSELS
Notary Public, State of New York
No. 01CA5027729
Qualified in Bronx County
Commission Expires May 16, 2000

EXHIBIT A

1. Railroad Car Lease Agreement, dated March 11, 1992, between Trinity Industries Leasing Company and Kinetic Resources LPG covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
3	34,000 Gal. 112J340W Tank Cars	TILX 300330-300332

2. Railroad Car Lease Agreement, dated May 21, 1984, between Trinity Industries Leasing Company and Roquette America, Inc., covering the following described railroad cars (Rider 3):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
4	5,125 cu. ft. Lo Covered Hopper Cars	TILX 5084-5087

EXHIBIT B
DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity</u>	<u>Initialed Car Numbers</u>	<u>Earliest Service</u>
3 Tank Cars	112J340W	34,000 Gal.	TILX 300330-300332	02/80
4 Hopper Cars	Lo	5,125 cu. ft.	TILX 5084-5087	12/90

EXHIBIT C

1. Railroad Car Lease Agreement, dated March 19, 1984, between Trinity Industries Leasing Company and Gulf Oil Corporation (acquired by Chevron USA) covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
1	30,000 Gal. 111A100W1 Tank Car	TILX 190090

2. Railroad Car Lease Agreement, dated July 11, 1991, between Trinity Industries Leasing Company and Celtran, Inc., a subsidiary of Hoechst Celanese Corporation covering the following described railroad cars (Partial Riders 3 & 4):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
9	30,000 Gal. 111A100W1 Tank Cars	TILX 190037, 190041 TILX 190042, 190044 TILX 190046-190050